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SURFACE TRANSPORTATION BOARD



PNC Bank, N.A.
6750 Miller Road
Mail Stop: BR-YB58-01-O
Brecksville, OH 44141

February 13, 2012

Surface Transportation Board
Office of Proceedings
395 E. Street, SW
Washington, DC 20423-0001

Dear Secretary:

Please find attached one (1) copy of the Release of Memorandum of Modification of Security Agreement, Mortgage and Collateral Assignment of Rents and Leases dated February 13, 2012 between the following parties.

RMW Ventures L.L.C.
300 E. Walnut St.
Corydon, IN 47112

PNC Bank, N.A. (successor by merger to National City Bank, Indiana [National City Bank])
1900 E. 9th St.
Cleveland, OH 44114

This filing is to appear in the index as follows: Release of Memorandum of Modification of Security Agreement, Mortgage and Collateral Assignment of Rents and Leases dated February 13, 2012 related to all items described in Schedule 1.1 of the Release included with this letter.

Please file this as a secondary document under Recordation Number 27621-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 27621. The filing fee in the amount of \$41.00 will be made payable by check included with this letter and release document.

Please contact me at 440-546-7429 if there are any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "S. Saari", written over a horizontal line.

Scott Saari
Vice President

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SURFACE TRANSPORTATION BOARD

**RELEASE OF MEMORANDUM OF MODIFICATION OF SECURITY
AGREEMENT, MORTGAGE AND COLLATERAL ASSIGNMENT OF RENTS
AND LEASES**

This Release of Memorandum of Modification of Security Agreement, Mortgage and Collateral Assignment of Rents and Leases (the "Release") releases the lien created by the Memorandum of Modification of Security Agreement, Mortgage and Collateral Assignment of Rents and Leases dated August 29, 2008 (the "Agreement") bearing Recordation No. 27621, between National City Bank, Indiana (National City Bank) as Secured Party ("Secured Party") and RMW Ventures L.L.C. (RMW) as Debtor ("Debtor"), with respect to the collateral described in Schedule 1.1 attached hereto (hereinafter, the "Equipment").

WHEREAS, the Debtor and Secured Party entered into a Security Agreement (the "Security Agreement") dated May 30, 2003, nine Mortgages (the "Mortgages") dated as of May 30, 2003, and nine Collateral Assignment of Rents and Leases (the "Assignments") dated as of May 30, 2003, each as amended by the First Loan Modification Agreement by and between Bank and RMW dated as of August 29, 2008 (the "Modification"), a Real Estate Mortgage and Security Agreement dated August 29, 2008, and a Collateral Assignment of Rents and Leases dated August 29, 2008 (collectively, the "New Collateral Documents").

WHEREAS, this Release pertains to all the collateral documents described above.

WHEREAS, this Release should be filed as a secondary document and receive Recordation No. 27621-A.

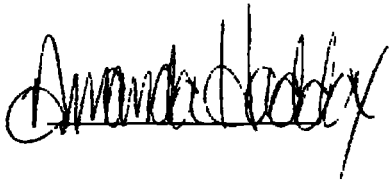
NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party submits the following:


1. The Secured Party hereby releases any liens created by or arising out of the documents described herein.
2. This release shall be recorded with the Surface Transportation Board so as to record the release of the lien against the Equipment described in Schedule 1.1.

In witness whereof, the Secured Party has caused this Release to be duly executed by its authorized officer as of this 13th day of February, 2012.

WITNESS:

PNC BANK, N.A.



By: 

Name: Scott Saari


Title: Vice President

STATE OF OHIO }
 } SS:
COUNTY OF CUYAHOGA }

The foregoing Release of Memorandum of Modification of Security Agreement, Mortgage and Collateral Assignment of Rents and Leases was acknowledged before me this 13th day of February, 2012, by Scott Saari, Vice President of PNC Bank, N.A., on behalf of the corporation.



Janet Craxton
Notary Public
Cuyahoga County, Ohio
Expiration Date:
April 6, 2014


Notary Public

My Commission Expires.

04-06-2014

SCHEDULE 1.1

Railroad Track and Ties

Approximately 26.2 miles of railroad track and ties (including main lines, sidings and yards, signal standards and bridges) on the Wabash Central Railroad Corp. Line in Bluffton, Indiana.

Equipment and Machinery

All radio inventory equipment used in connection with the Wabash Central Line, including, without limitation, all vehicle radios, hand-held radios, radio charges, radio-charger-remote mikes, including, without limitation, the following:

<u>Radio</u>	<u>Manufacturer</u>	<u>Model</u>	<u>Serial Number</u>
Hand held	Motorola	IIT 100	H01KBC9AA3DN
Locomotive	Motorola	Spector MBR43KMEW1170AD	818AZL0315
Locomotive	Motorola	Spector MBR43KME1170AD	818AYU0172

All locomotive engines used on or in connection with the Wabash Central Line, including, without limitation, the following:

<u>Description</u>	<u>Unit Number</u>	<u>Model</u>	<u>Year Built</u>	<u>Manufacturer</u>
Diesel-Electric Locomotive	WBCR6	GP-10	1981	EMD/ICG
Diesel-Electric Locomotive	WBCR12	GP-10	1981	EMD/ICG
Diesel-Electric Locomotive	CNUR5	GP-7	—	EMD/ICG

All other rolling stock, machinery and equipment owned by Debtor located upon or used in connection with the operation of the Wabash Central Line, including, without limitation, all construction trailers, backhoes, track liners, track carts, tie cranes, tampers, ballast cars, flatcars, gondola cars, boxcars, tool cars, cabooses, tractors, trailers, forklifts, and re-rail frogs, including, without limitation, the following:

Accounts and Proceeds

All accounts, general intangibles, documents, instruments, chattel paper, letter of credit rights, promissory notes, payment intangibles, and similar rights of Debtor, however created or evidenced, whether now existing or hereafter owned, acquired, created, used, or arising, and related to the ownership, use or operation of any of the foregoing collateral and/or the Wabash Central Line; all products and proceeds of each of the foregoing; all renewals, extensions, replacements, modifications, additions, improvements, accretions, accessions, betterments, substitutions, annexations, tools, accessories, parts, and the like now in, attached to, or which may hereafter at any time be placed upon or added to any of the foregoing collateral, whether or not of like kind; and all supporting obligations, rights, remedies, claims and demands under or in connection with each of the foregoing.